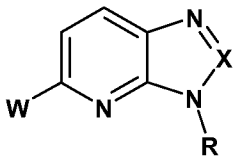
Amendments to the Claims:

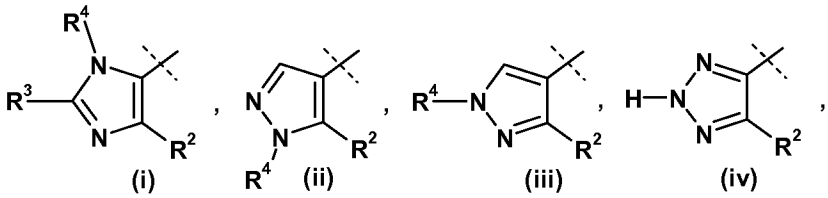
This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Original) A compound of Formula I:



I

where:

W is: 

(i), (ii), (iii), (iv), (v), (vi), or (vii);

X is N, or C-R^1;

R is C_1-C_7 alkyl, C_3-C_7 cycloalkyl, (C_1-C_7 alkylene)-(C_3-C_7 cycloalkyl), -SO_2-(C_1-C_7 alkyl), or -SO_2-NR^5R^6;

R^1 is hydrogen, amino, methyl, or –N=CH($NMe)_2$;

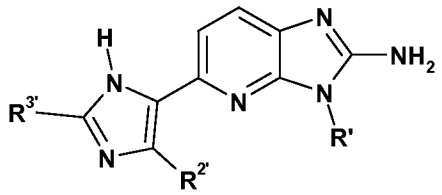
R^2 is phenyl optionally substituted with one or two substituents independently selected from halo;

R^3 is hydrogen, C_1-C_7 alkyl, C_3-C_7 cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R^4 is hydrogen or C_1-C_7 alkyl;

R^5 and R^6 are independently selected from the group consisting of C_1-C_7 alkyl; or a pharmaceutically acceptable salt thereof.

2. (Original) A compound of Formula I':



I'

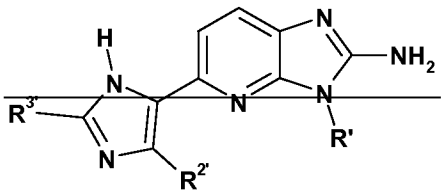
where:

R' is 2,2-dimethylpropyl or 1,2,2-trimethylpropyl;

$R^{2'}$ is phenyl, 4-fluorophenyl, or 2,4-difluorophenyl;

$R^{3'}$ is tert-butyl, 2-chloro-6-fluorophenyl, 2-fluoro-6-trifluoromethylphenyl, 2,6-dichlorophenyl, or 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

3. (Currently amended) ~~A~~ The compound of Claim 2 wherein ~~Formula I':~~



~~I'~~

~~where:~~

a) R' is 2,2-dimethylpropyl, $R^{2'}$ is 4-fluorophenyl, and $R^{3'}$ is 2-fluoro-6-trifluoromethylphenyl;

b) R' is 2,2-dimethylpropyl, $R^{2'}$ is 4-fluorophenyl, and $R^{3'}$ is 2,6-dichlorophenyl;

c) R' is 2,2-dimethylpropyl, $R^{2'}$ is 4-fluorophenyl, and $R^{3'}$ is tert-butyl;

d) R' is 2,2-dimethylpropyl, $R^{2'}$ is phenyl, and $R^{3'}$ is 2-chloro-6-fluorophenyl;

e) R' is 2,2-dimethylpropyl, $R^{2'}$ is 2,6-difluorophenyl, and $R^{3'}$ is tert-butyl;

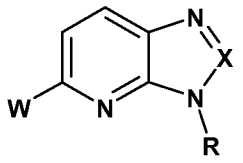
f) R' is 1,2,2-trimethylpropyl, $R^{2'}$ is 4-fluorophenyl, and $R^{3'}$ is tert-butyl; or

g) R' is 1,2,2-trimethylpropyl, $R^{2'}$ is 4-fluorophenyl, and $R^{3'}$ is 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

4. (Currently amended) The compound of Claim 1 which is 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine, or a pharmaceutically acceptable salt thereof.

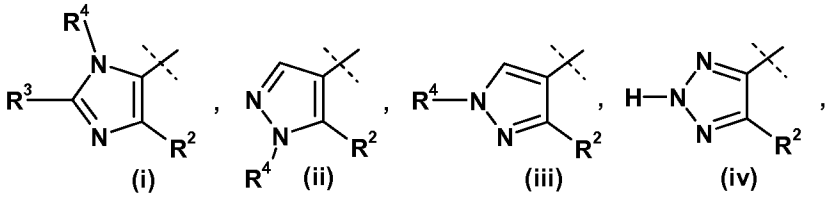
Claims 5-6. Canceled

7. (Currently Amended) A pharmaceutical formulation comprising a compound of Formula I:



I

where:

W is: 

X is N, or C-R^1;

R is C_1-C_7 alkyl, C_3-C_7 cycloalkyl, (C_1-C_7 alkylene)-(C_3-C_7 cycloalkyl), -SO_2-(C_1-C_7 alkyl), or -SO_2-NR^5R^6;

R^1 is hydrogen, amino, methyl, or –N=CH$(NMe)_2$;

R^2 is phenyl optionally substituted with one or two substituents independently selected from halo;

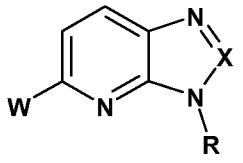
R^3 is hydrogen, C_1-C_7 alkyl, C_3-C_7 cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R^4 is hydrogen or C_1-C_7 alkyl;

R^5 and R^6 are independently selected from the group consisting of C_1-C_7 alkyl; or a pharmaceutically acceptable salt thereof ~~Claim 1~~ in combination with a pharmaceutically acceptable carrier, diluent or excipient.

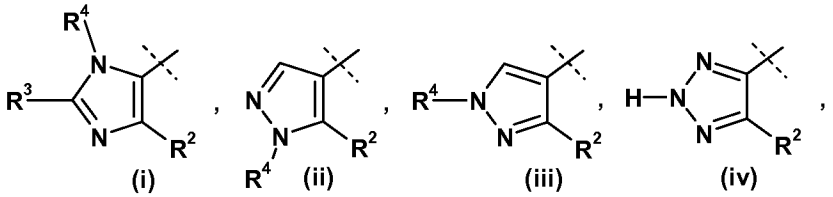
Claims 8-10. Canceled

11. (Currently amended) A method of inhibiting p-38 kinase in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula I:



I

where:

W is: 
(i), (ii), (iii), (iv), (v), (vi), or (vii);

X is N, or C-R^1;

R is C_1-C_7 alkyl, C_3-C_7 cycloalkyl, (C_1-C_7 alkylene)-(C_3-C_7 cycloalkyl), -SO_2-(C_1-C_7 alkyl), or -SO_2-NR^5R^6;

R^1 is hydrogen, amino, methyl, or –N=CH($NMe)_2$;

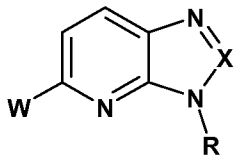
R^2 is phenyl optionally substituted with one or two substituents independently selected from halo;

R^3 is hydrogen, C_1-C_7 alkyl, C_3-C_7 cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R^4 is hydrogen or C_1-C_7 alkyl;

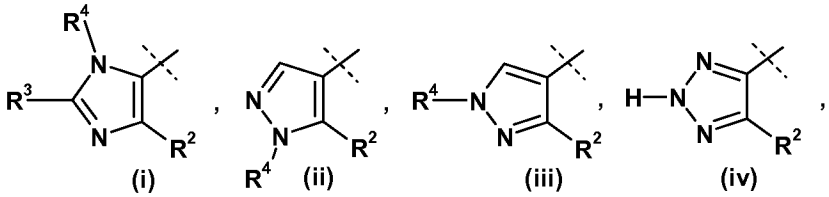
R^5 and R^6 are independently selected from the group consisting of C_1-C_7 alkyl; or a pharmaceutically acceptable salt thereof ~~Claim 1~~.

12. (Currently amended) A method of treating multiple melanoma in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula I:



I

where:

W is:  ;

X is N, or C-R^1;

R is C_1-C_7 alkyl, C_3-C_7 cycloalkyl, (C_1-C_7 alkylene)-(C_3-C_7 cycloalkyl), -SO_2-(C_1-C_7 alkyl), or -SO_2-NR^5R^6;

R^1 is hydrogen, amino, methyl, or –N=CH($NMe)_2$;

R^2 is phenyl optionally substituted with one or two substituents independently selected from halo;

R^3 is hydrogen, C_1-C_7 alkyl, C_3-C_7 cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R^4 is hydrogen or C_1-C_7 alkyl;

R^5 and R^6 are independently selected from the group consisting of C_1-C_7 alkyl; or a pharmaceutically acceptable salt thereof ~~Claim 1~~.

13. (New) The salt of Claim 1 which is 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine dimethanesulfonate.